

RECORDATION NO. 25673-B FILED

OCT 23 '09 -11 30 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 23, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W
Washington, D.C. 20423-0001

Dear Ms. Quinlan.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of October 23, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease previously filed with the Board under Recordation Number 25673.

The names and addresses of the parties to the enclosed document are:

Assignor: Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4th Floor
Atlanta, GA 30084

Assignee: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, IL 62062

Anne K. Quinlan, Esquire
October 23, 2009
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A description of the railroad equipment covered by the enclosed document is.

113 mill gondola cars CTRN 501001 - CTRN 501113

A short summary of the document to appear in the index is:

Memorandum of Assignment

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 25673-K
FILED

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MEMORANDUM OF ASSIGNMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT, dated as of the 23rd day of October, 2009 and effective as of September 30, 2009 is made by Banc of America Leasing & Capital, LLC, a Delaware limited liability company with an address of 2059 Northlake Parkway, 4th Floor, Atlanta, GA 30084 ("Assignor") and Midwest Railcar Corporation, an Illinois corporation with an address of 4949 Autumn Oaks Drive, Suite B, Maryville, IL 62062 ("Assignee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Assignment and Specification of Assigned Lease Schedule dated as of September 30, 2009 pursuant to, and which incorporates the terms of, that certain Master Assignment Agreement dated as of February 27, 2009 (collectively, the "Assignment");

WHEREAS, General Electric Railcar Services Corporation ("GE"), as Lessor, and Union Pacific Railroad Company (as successor-in-interest to Southern Pacific Transportation Company), as Lessee ("Lessee"), executed that certain Rider No. 3, Car Set # 1 dated as of November 1, 2004 (the "Schedule"), which incorporates by reference that certain Rail Car Net Lease Agreement 8068-01 dated as of February 2, 1996 by and between GE and Lessee (the "Lease") relating to 113 mill gondolas as more completely described on Schedule A attached hereto and made a part hereof (the "Equipment");

WHEREAS, pursuant to that certain Assignment Agreement dated as of June 30, 2005 by and between GE and the Assignor, GE agreed to sell the Equipment to the Assignor and to assign all of its rights, title, interest and obligations of GE in, to and under the Schedule, and to the extent related thereto, the Lease as described in a Memorandum of Assignment of Lease, dated as of June 30, 2005 filed with the Surface Transportation Board on June 30, 2005 and assigned Recordation No. 25673;

WHEREAS, pursuant to the Assignment, Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations, and interest in, to and under the Equipment, the Schedule, and the Lease (to the extent related to the Schedule and/or the Equipment); and

WHEREAS, Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment, and their respective interests therein and accordingly, Assignor and Assignee here caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Schedule (and the Lease but only as incorporated by reference in the Schedule) and the Equipment subject thereto, as described on Schedule A hereto, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.


The terms and provisions of the Assignment and the Schedule are more particularly set forth in the Assignment and Schedule referenced above.

This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written

Assignor:
BANC OF AMERICA LEASING &
CAPITAL, LLC

By. 
Name: Anita L. Garfagnoli
Title: Vice President

Assignee:
MIDWEST RAILCAR CORPORATION

By. _____
Richard M. Folio
Executive Vice President

ACKNOWLEDGMENT

State of California
County of San Francisco

On 10/22/09 before me, Eileen U. Harwell, Notary Public
(insert name and title of the officer)

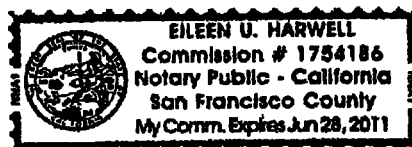
personally appeared Anita L. Garfagnoli
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal

Signature

Eileen U. Harwell (Seal)

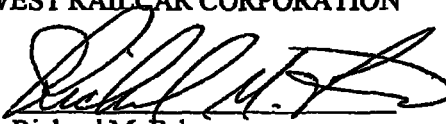


IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor.
BANC OF AMERICA LEASING &
CAPITAL, LLC

By: _____
Name: _____
Title: _____

Assignee:
MIDWEST RAILCAR CORPORATION

By. 
Richard M Folio
Executive Vice President

STATE OF Maryland)
COUNTY OF Baltimore) ss.

On this 23rd day of October, 2009, before me, the undersigned notary public, personally appeared Richard M. Folio, the person who signed this instrument, who acknowledged that he is the Executive Vice President of Midwest Railcar Corporation, an Illinois corporation to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose.

[Seal]

Tracy V. Blackwell
Notary Public

My Commission expires:
TRACY V BLACKWELL
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires December 7, 2009

Schedule A

(Please see attached)

Exhibit A

Set #1

<u>Unit Count</u>	<u>AAR Car Mark</u>
1	CTRN 501072
2	CTRN 501077
3	CTRN 501024
4	CTRN 501087
5	CTRN 501009
6	CTRN 501020
7	CTRN 501035
8	CTRN 501079
9	CTRN 501073
10	CTRN 501096
11	CTRN 501043
12	CTRN 501102
13	CTRN 501057
14	CTRN 501075
15	CTRN 501003
16	CTRN 501098
17	CTRN 501083
18	CTRN 501111
19	CTRN 501039
20	CTRN 501018
21	CTRN 501060
22	CTRN 501082
23	CTRN 501022
24	CTRN 501090
25	CTRN 501088
26	CTRN 501113
27	CTRN 501092
28	CTRN 501041
29	CTRN 501004
30	CTRN 501033
31	CTRN 501084
32	CTRN 501050
33	CTRN 501023
34	CTRN 501105
35	CTRN 501037
36	CTRN 501063
37	CTRN 501019
38	CTRN 501106
39	CTRN 501048
40	CTRN 501110
41	CTRN 501103
42	CTRN 501076
43	CTRN 501010
44	CTRN 501021
45	CTRN 501040
46	CTRN 501112
47	CTRN 501074
48	CTRN 501070
49	CTRN 501038
50	CTRN 501055

<u>Unit</u> <u>Count</u>	<u>AAR</u> <u>Car Mark</u>
51	CTRN 501002
52	CTRN 501034
53	CTRN 501017
54	CTRN 501013
55	CTRN 501062
56	CTRN 501008
57	CTRN 501100
58	CTRN 501068
59	CTRN 501032
60	CTRN 501001
61	CTRN 501047
62	CTRN 501054
63	CTRN 501049
64	CTRN 501011
65	CTRN 501061
66	CTRN 501064
67	CTRN 501065
68	CTRN 501026
69	CTRN 501053
70	CTRN 501028
71	CTRN 501095
72	CTRN 501015
73	CTRN 501069
74	CTRN 501044
75	CTRN 501027
76	CTRN 501046
77	CTRN 501030
78	CTRN 501016
79	CTRN 501080
80	CTRN 501045
81	CTRN 501058
82	CTRN 501094
83	CTRN 501086
84	CTRN 501097
85	CTRN 501025
86	CTRN 501099
87	CTRN 501056
88	CTRN 501067
89	CTRN 501107
90	CTRN 501007
91	CTRN 501101
92	CTRN 501052
93	CTRN 501031
94	CTRN 501071
95	CTRN 501042
96	CTRN 501108
97	CTRN 501005
98	CTRN 501089
99	CTRN 501066
100	CTRN 501014

<u>Unit</u> <u>Count</u>	<u>AAR</u> <u>Car Mark</u>
101	CTRN 501109
102	CTRN 501091
103	CTRN 501093
104	CTRN 501029
105	CTRN 501036
106	CTRN 501081
107	CTRN 501085
108	CTRN 501059
109	CTRN 501104
110	CTRN 501051
111	CTRN 501078
112	CTRN 501006
113	CTRN 501012

CERTIFICATION

I, Robert W Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 10/23/09



Robert W Alvord